

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

*In re*

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

PROMESA  
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

*In re*

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO SALES TAX FINANCING  
CORPORATION (“COFINA”),

Debtor.

PROMESA  
Title III

No. 17 BK 3284-LTS

*Caption Continued on Following Page*

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

THE BANK OF NEW YORK MELLON, as Trustee,

Plaintiff,

v.

PUERTO RICO SALES TAX FINANCING CORPORATION, WHITEBOX MULTI-STRATEGY PARTNERS, L.P.; WHITEBOX ASYMMETRIC PARTNERS, L.P.; WHITEBOX INSTITUTIONAL PARTNERS, L.P.; PANDORA SELECT PARTNERS, L.P.; AMBAC ASSURANCE CORPORATION; FRANKLIN ADVISERS, INC., and CEDE & CO., as nominee for The Depository Trust Company,

Defendants.

Adv. Pro. No. 17-00133-LTS

**OPPOSITION OF WHITEBOX MULTI-STRATEGY PARTNERS, L.P. AND CERTAIN OF ITS AFFILIATES TO MOTION OF THE BANK OF NEW YORK MELLON, AS TRUSTEE, FOR ENTRY OF ORDER REGARDING COMPLIANCE WITH SECTION 19.5 OF THE PLAN**

To the Honorable United States District Judge Laura Taylor Swain:

Whitebox Multi-Strategy Partners, L.P. and certain of its affiliates (collectively, “Whitebox”) respectfully submit this opposition to the *Motion of The Bank of New York Mellon, as Trustee, for Entry of Order Regarding Compliance with Section 19.5 of the Plan* (the “Motion”), and the proposed order attached thereto (the “Proposed Order”).<sup>2</sup>

For the reasons set forth in the (i) *Amended Memorandum of Law of Whitebox Multi-Strategy Partners, L.P. and Certain of Its Affiliates Pursuant to Section 19.5 of COFINA’s Amended Title III Plan of Adjustment* [Dkt. No. 4646, Case No. 17-03283-LTS]; (ii) *Response of Whitebox Multi-Strategy Partners, L.P. and Certain of Its Affiliates to Reservation of Rights of The Bank of New York Mellon, as Trustee, Regarding Section 19.5 of the Second Amended Title*

<sup>2</sup> Dkt. No. 519 in Case No. 17-03284-LTS. Capitalized terms used but not defined herein shall have the meanings ascribed to them in Whitebox’s Briefs (as defined below).

*III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation* [Dkt. No. 4653, Case No. 17-03283-LTS]; and (iii) *Reply of Whitebox Multi-Strategy Partners, L.P. and Certain of Its Affiliates to Memorandum of Law of The Bank of New York Mellon, as Trustee, Regarding Section 19.5 of the Plan* [Dkt. No. 4752, Case No. 17-03283-LTS] (collectively, “Whitebox’s Briefs”), and on the basis of the arguments presented by counsel for Whitebox at the hearing before the Court on January 17, 2019, Whitebox respectfully requests that the Court deny (i) BNYM’s request to withhold its fees, expenses and costs incurred in the Whitebox Action from Whitebox’s distribution under the Plan; (ii) BNYM’s request that Whitebox post a bond or other collateral in connection therewith; and (iii) any other relief BNYM requests in the Motion and Proposed Order.<sup>3</sup>

*[Remainder of page intentionally left blank]*

---

<sup>3</sup> Whitebox intends to seek the Court’s reconsideration of its order denying Whitebox’s right to cross-examine BNYM’s witnesses.

Dated: January 22, 2019  
San Juan, Puerto Rico

**KASOWITZ BENSON TORRES LLP**

By: /s/ Andrew K. Glenn

Andrew K. Glenn  
(admitted *pro hac vice*)  
Shai Schmidt  
(admitted *pro hac vice*)  
1633 Broadway  
New York, New York 10019  
Telephone: (212) 506-1700  
Facsimile: (212) 506-1800  
Email: aglenn@kasowitz.com  
sschmidt@kasowitz.com

**ARROYO & RIOS LAW OFFICES, P.S.C.**

By: /s/ Moraima S. Ríos Robles

Moraima S. Ríos Robles  
(USDC-PR Bar No. 224912)  
1353 Ave. Luis Vigoreaux  
Guaynabo, P.R. 00966  
Telephone: (787) 522-8080  
Facsimile: (787) 523-5696  
Email: mrios@arroyorioslaw.com

***Attorneys for Whitebox Multi-Strategy Partners, L.P.  
and its Above-Captioned Affiliates***

**CERTIFICATE OF SERVICE**

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all CM/ECF participants in this case.

/s/ Moraima S. Ríos Robles  
Moraima S. Ríos Robles  
(USDC-PR Bar No. 224912)  
1353 Ave. Luis Vigoreaux  
Guaynabo, P.R. 00966  
Telephone: (787) 522-8080  
Facsimile: (787) 523-5696  
Email: mrios@arroyorioslaw.com